

**CORPORATE RESOLUTION**

We, Rahim Siunykalmi and/or Danny Siony, president and owner of 540 Willoughby Avenue LLC, a New York limited liability corporation (the “Company”), hereby certifies that at a special meeting of the Board of Directors for the Company, duly called and held on June 4, 2018, the following resolutions were adopted in accordance with the requirements of the Laws of the State of New York, including the New York Business Corporation Law and that these resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

**RESOLVED**, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

**RESOLVED**, that the President and/or the Owner of the Company, (the “Authorized Person”) is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”) and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of New York at such time or in such other jurisdiction as such Authorized Person executing the same shall determine.

**RESOLVED**, that the Law Office of Ira R. Abel is hereby engaged as attorney for the Company under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

**RESOLVED**, that each Authorized Person, and such other officers or members of the Company as the Authorized Person shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers or members, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

**RESOLVED**, that, any and all past actions heretofore taken by officers or members of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

**IN WITNESS WHEREOF**, I have set my hand this 4<sup>th</sup> day of June, 2018.

By: /s/ Rahim Siunykalmi  
Rahim Siunykalmi, President